

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF NEBRASKA

IN THE MATTER OF:)	BK NO. 04-81489
)	Chapter 11
FURNAS COUNTY FARMS,)	
)	
Debtor.)	
_____)	
IN RE:)	CASE NO. BK04-81490
)	CHAPTER 11
7-11 PORK FOOD, INC.,)	
)	
Debtor.)	
_____)	
IN RE:)	CASE NO. BK04-81491
)	CHAPTER 11
ARAPAHOE FEED MILL, L.L.C.,)	
)	
Debtor.)	
_____)	

**RESISTANCE TO DEBTORS' MOTION TO SELL
SUBSTANTIALLY ALL OF ITS ASSETS
FREE AND CLEAR OF LIENS, CLAIMS AND ENCUMBRANCES**

COMES NOW the secured creditor, Deere & Company, ("Deere) and for its resistance to the Debtor's motion to sell substantially all of its assets free and clear of liens, states and alleges as follows:

1. Deere is the holder of several purchase money security interests in equipment owned by the Debtor.
2. Deere contends that the Debtor's motion will allow the Debtor the ability to sell Deere's collateral for amounts less than what is owed to Deere on its respective contracts. As a result, this Motion may detrimentally affect Deere's security interests in its collateral. As a result of the foregoing, Deere enters its resistance to the Motion.
3. Deere contends that the Debtors' proposed sale may result in a "buyer sale", thus the full value of Deere's collateral may not be realized. Deere further contends that if its collateral were sold separately by the debtor or by Deere, the collateral would likely be sold for its true market value. As a result of the foregoing, Deere enters its resistance to the Debtor's Motion.

4. Deere intends to file a Motion for Relief from the Automatic Stay to protect its interests in its collateral.

WHEREFORE, Deere prays this Court for an Order denying the approval of the Motion as to Deere's collateral and such and other further relief as the court deems just and proper.

DEERE & COMPANY, Secured Creditor,

By Michael J. Whaley

Michael J. Whaley, #19390
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CERTIFICATE OF SERVICE

The undersigned hereby certifies that a true and correct copy of the above and foregoing document was served on the following individual by regular U.S. mail, postage prepaid, or electronically, on this 1st day of June, 2004.

James Overcash, jovercash@woodsaitken.com
Joseph H. Badami, jbadami@woodsaitken.com
U.S. Trustee*

/s/ Michael J. Whaley